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AZ CORP COMMISSION
DOCKET CONTROL

November 1, 2011

Via Overnight Delivery

Ernest Johnson, Executive Secretary
Arizona Corporation Commission
Utilities Division
1200 W. Washington Street
Phoenix, AZ 85007-2927

Arizona Corporation Commission

DOCKETED

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Re: COMPLIANCE FILING

**Docket No. T-20694A-10-0076 - Application of Zayo Bandwidth, LLC for
Authority to Encumber Assets**

Dear Mr. Johnson:

Zayo Group, LLC ("Zayo"), by undersigned counsel and pursuant to Decision 71863, hereby notifies the Commission that the "security documents" associated with the financing arrangements that were the subject of that Decision are available in Zayo's SEC S-4 filed on October 18, 2010 and online at <http://www.sec.gov/Archives/edgar/data/1502756/000095012310093588/000095012310-093588-index.htm>. Specifically, please see the exhibits to the S-4 and links thereto listed in the attachment to this letter. Due to the voluminous size of these documents, Zayo requests that the Commission accept the links in lieu of the actual documents. At the request of staff, Zayo would be please to email a copy of these documents in pdf format.

An original and thirteen (13) copies of this letter are enclosed for filing. Please date stamp the extra copy and return it in the envelope provided. Please direct any questions to Brett Ferencak at (202) 373-6697.

Respectfully submitted,

Jean L. Kiddoo

Brett P. Ferencak

Counsel for Zayo Group, LLC

cc: Michael Hallam

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ATTACHMENT
“Security Documents”

Exh. No.	Document Name	Link
4.1	Indenture, dated as of March 12, 2010, between Zayo Group, LLC, Zayo Capital, Inc., the Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as Trustee (including form of note).	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv4w1.htm
4.2	First Supplemental Indenture, dated as of September 13, 2010, between Zayo Fiber Solutions, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee.	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv4w2.htm
4.3	Second Supplemental Indenture, dated as of September 20, 2010, among Zayo Group, LLC, Zayo Capital, Inc., the Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as Trustee (including form of note).	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv4w3.htm
10.1	Credit Agreement, dated as of March 12, 2010, by and among Zayo Group, LLC and Zayo Capital, Inc., as Borrowers, the persons party thereto from time to time as Guarantors, the financial institutions party thereto from time to time as Lenders, SunTrust Bank, as Issuing Bank, Morgan Stanley & Co. Incorporated and RBC Capital Markets Corporation, as Co-Syndication Agents, SunTrust Bank, as Administrative Agent, and SunTrust Robinson Humphrey, Inc., as Sole Lead Arrangers.	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv10w1.htm
10.2	Guaranty Supplement to the March 12, 2010 Credit Agreement, dated as of August 16, 2010, by Zayo Fiber Solutions, LLC, in favor of SunTrust Bank, in its capacity as Administrative Agent.	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv10w2.htm
10.5	Amendment to the March 12, 2010 Credit Agreement, dated as of September 13, 2010, by and among Zayo Group, LLC and Zayo Capital, Inc., as Borrowers, the persons party thereto from time to time as Guarantors, the financial institutions party thereto from time to time as Lenders, SunTrust Bank, as Issuing Bank, Morgan Stanley & Co. Incorporated and RBC Capital Markets Corporation, as Co-Syndication Agents, SunTrust Bank, as Administrative Agent, and SunTrust Robinson Humphrey, Inc., as Sole Lead Arrangers.	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv10w5.htm
10.6	Security Agreement, dated as of March 12, 2010, among the Grantors party thereto and SunTrust Bank, in its capacity as Collateral Agent for the secured parties.	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv10w6.htm
10.7	Security Agreement Supplement No. 1 to the March 12, 2010 Security Agreement, dated as of August 16, 2010, between Zayo Fiber Solutions, LLC and SunTrust Bank, in its capacity as Collateral Agent for the secured parties.	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv10w7.htm